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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:
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Chapter 11	:
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DELPHI CORPORATION, et al.,	:
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Case No. 05-44481 (RDD)	:
	:
Debtors.	:
	:
(Jointly Administered)	:
	:
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JOINT STIPULATION COMPROMISING AND  
ALLOWING PROOF OF CLAIM NUMBER 2141  
(GULF COAST BANK AND TRUST COMPANY AND CONTRARIAN FUNDS, LLC)

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), Gulf Coast Bank and Trust Company ("Gulf Coast"), and Contrarian Funds, LLC ("Contrarian," and together with Gulf Coast, the "Claimants") respectfully submit this Joint Stipulation Compromising And Allowing Proof Of Claim Number 2141 (the "Stipulation") and agree and state as follows:

WHEREAS on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS Gulf Coast filed proof of claim number 2141 against Delphi Automotive Systems, LLC ("DAS LLC") on February 27, 2006, which asserts an unsecured non-priority claim in the amount of \$347,043.24 (the "Claim") stemming from certain accounts receivable transferred from Jackson Rapid Delivery Service, Inc. ("Jackson") to Gulf Coast.

WHEREAS Gulf Coast transferred its interest in the Claim to Contrarian.

WHEREAS the Debtors objected to the Claim pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection"), which was filed on October 31, 2006.

WHEREAS on March 27, 2007, to resolve the Third Omnibus Claims Objection with respect to the Claim, DAS LLC and the Claimants entered into a settlement agreement (the

"Settlement Agreement").

WHEREAS pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$200,000.00.

WHEREAS DAS LLC is authorized to enter into the Settlement Agreement pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, and 503 and Fed. R. Bankr. P. 9019(b) Authorizing Debtors to Compromise Or Settle Certain Classes of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

THEREFORE, the Debtors and the Claimants stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$200,000.00 and shall be treated as an allowed prepetition general unsecured non-priority claim.

So Ordered in New York, New York, this 10th day of April, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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